

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB AP	PROVAL
Expires: Estimate	d average	3235-0070 April 30, 2000 burden16.00
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Name of Offering	(☐ check if this is an ar	mendment and name	nas changed, and i	ndicate change.)		
Issuance of Benefic	ial Interests of Newport	Jackalope, LLC				
Filing Under (Check I	box(es) that apply):	☐ Rule 504	☐ Rule 505	☑ Rule 506	Section 4(6)	ULOE
Type of Filing:	New Filing	Amendment				
		A. BASIC	DENTIFICAT	ION DATA		
Enter the inform	ation requested about the	issuer				
Name of Issuer	check if this is an an	nendment and name h	as changed, and in	dicate change.	1111	
Newport Jackalope,	LLC					07086971
Address of Executive	Offices		(Number and Stree	et, City, State, Zip Co	de) Telephone Ni	umber (including mod 0-2-,
c/o Pacific Alternati 92612	ve Asset Management C	Co., LLC; 19540 Jamb	oree Road, Suite	400, Irvine, Californi	a ((949)261.4900
Address of Principal	Offices		(Number and Stree	et, City, State, Zip Co	de) Telephone N	umber (Including Area Code)
(if different from Exec	cutive Offices)					ECCED
Brief Description of B	usiness: Private Inv	estment Company			0 0 100	
						1-2807
Type of Business Org	ganization				DEC 3	
	corporation		artnership, already		☑ other (ptp140)	
[business trust	☐ limited p	artnership, to be fo	med	Limited Liability Co	VETAL
	Date of Incorporation or Operation or Operation or Organization: (I		Month 1 0 costal Service Abbre	Year O Sviation for State:	7 🛭 🖾 Act	rual Estimated
		_		r other foreign jurisdi	ction) D	E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC II	DENTIFICATION DATA	A							
 Each promoter of the seach beneficial owner. Each executive officer. 	 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner						
Full Name (Last name first,	if individual):	Pacific Alternative A	sset Management Compar	ıy, LLC							
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de): 19540 Jamboree F	load, Suite 400, Ir	vine, California 92612						
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first,	if individual):	Watters, Patricia									
Business or Residence Add Road, Suite 400, Irvine, Ca		Street, City, State, Zip Coo	de): c/o Pacific Alterna	tive Asset Manag	gement Co., LLC; 19540 Jamboree						
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first, i	f individual):	Wyoming State Trea	sury								
Business or Residence Add Road, Suite 400, Irvine, Ca		Street, City, State, Zip Coo	de): c/o Pacific Alterna	tive Asset Manag	gement Co., LLC; 19540 Jamboree						
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, i	f individual):	-		-							
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, i	f individual):										
Business or Residence Addr	ess (Number and	Street, City, State, Zip Coc	de):								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first, it	f individual):										
Business or Residence Addr	ess (Number and	Street, City, State, Zip Coo	de):								
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner						
Full Name (Last name first, it	findividual):										
Business or Residence Addr	ess (Number and	Street, City, State, Zip Coo	le):		· · · · · · · · · · · · · · · · · · ·						
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual):										
Business or Residence Addr	ess (Number and	Street, City, State, Zip Cod	le):		·						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

					В.	INFORM	MATION	ABOUT	OFFER	ING	•		
1. 1	Has the issue	er sold, or	does the is	suer inten	id to sell, to Answer	o non-accr also in App	redited invo	estors in th	iis offering filing under	? r ULOE.	•••••	⊠ Yes	□ No
2.	What is the n	ninimum in	ivestment i	that will be	accepted	from any i	individual?		••••••••••	•••••			000,000* ay Be Waived
3.	Does the offe	ering permi	it joint own	ership of a	single un	it?			***************************************		********	Yes	□No
(Enter the info any commiss offering. If a and/or with a associated po	ion or simi person to state or st	ilar remune be listed is tates, list th	eration for an associ ne name o	solicitation iated perso f the broke	of purcha on or agen or or deale	sers in co t of a brok r. If more	nnection w er or deale than five (ith sales o or registere 5) persons	f securities d with the to be liste	s in the SEC d are		
Full N	ame (Last n	ame first, i	f individual)		,							
Busin	ess or Resid	ence Addr	ess (Numt	per and St	reet, City,	State, Zip	Code)						
Name	of Associate	ed Broker	or Dealer		,								
(in Which Pe Check "All S	tates" or c	heck indivi	dual State	s)	• • • • • • • • • • • • • • • • • • • •						F7 (12)	☐ All States
[A]	-	[AZ]					[DE]				_ ` '		
	-	[IA]			-		[MD]				_	[MO]	
[M (R	•												
	ame (Last na												
Busin	ess or Resid	ence Addr	ess (Numb	er and Str	eet, City,	State, Zip	Code)						
Name	of Associate	ed Broker o	or Dealer						<u> </u>	,,,,			
	in Which Pe Check "All S								_			 	☐ All States
, [Al			☐ [AR]								[HI]	[Oi]	
	□ [IN]	[AI]	□ [KS]	□ [KY]	□ [LA]	[ME]	[MD]	☐ [MA]	[MI]	[MN]	☐ [MS]	[MO]	
☐ (M)	[NE]	□ [NV]	□ [NH]	[NJ]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	□ (OH)		□ [OR]	[PA]	
☐ [RI	l □(sc)	□ (SD)	[ит]	תא] □	□ (UT)	□ [\(\text{I}\)]	[VA]	[AW]	□ [WV]	[Mi]	[YW]	[PR]	
Full N	ame (Last na	ame first, if	individual)									
Busin	ess or Reside	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip (Code)		- <u></u>				
Name	of Associate	d Broker o	or Dealer				,					<u> </u>	
	in Which Pe Check "All St												☐ All States
☐ [AL] [AK]	□ [AZ]	☐ [AR]	CA]			□ (DE)		[FL]	☐ [GA]	☐ [HI]	[ID]	
	[IN]	☐ [łA]	☐ [KS]	□ [KY]	☐ [LA]	□ [ME]	☐ [MD]	☐ [MA]	[MI]	☐ [MN]	☐ [MS]	[MO]	
□ (M)	[NE]	□ [NV]	□ [NH]	[NJ]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	[OH]		□ [OR]	[PA]	
		☐ [SD]	[NT]	□ [TX]			[VA]	□ [WA]	□ [WV]	[w]	[WY]	□ [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	<u>\$</u>		\$_	
	Equity	\$		\$	
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	<u>\$</u>	<u> </u>	<u>\$</u>	<u></u>
	Partnership Interests	\$		<u>\$</u>	
	Other (Specify) Membership Interests	<u>\$</u>	500,000,000	\$_	100,000,000
	Total	\$	500,000,000	\$_	100,000,000
	Answer also in Appendix, Column 3, if filing under ULOE				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		1	\$	100,000,000
	Non-accredited Investors			\$	
	Total (for filings under Rule 504 only)		n/a	\$	n/a
	Answer also in Appendix, Column 4, if filing under ULOE				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
	Type of Offering		Types of Security		Dollar Amount Sold
	Rule 505		n/a	\$	n/a
	Regulation A		n/a	\$	n/a
	Rule 504		n/a	\$	n/a
	Total		n/a	\$	n/a
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		🗖	\$	
	Printing and Engraving Costs		🗖	\$	-
	Legal Fees		🖾	\$	77,901
	Accounting Fees			\$	
	Engineering Fees		🗖	\$	
	Sales Commissions (specify finders' fees separately)			\$	
	Other Expenses (identify)		🗖	\$	
	Total	· · · · · · · · · · · · · · · · · · ·	🛛	<u>\$</u>	77,901

4	b.Enter the difference between the aggregate offering					<u>\$</u>	499,	922,099
	and total expenses furnished in response to Part C-Quigross proceeds to the issuer."	uestion 4.a. This difference is the "a	djusted					
5	Indicate below the amount of the adjusted gross proce used for each of the purposes shown. If the amount for estimate and check the box to the left of the estimate, the adjusted gross proceeds to the issuer set forth in re-	or any purpose is not known, furnish. The total of the payments listed mu	an st equal			\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$		
	.,			(Di	yments to Officers, rectors & Affiliates			Payments to Others
	Salaries and fees	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$	0		\$	
	Purchase of real estate			\$	0		\$	
	Purchase, rental or leasing and installation of n	nachinery and equipment		\$	0		\$	0_
	Construction or leasing of plant buildings and fa	acilities		\$	0		<u>\$</u>	0_
	Acquisition of other businesses (including the voffering that may be used in exchange for the a	issets or securities of another issuer		\$	00		<u>\$</u>	0
	pursuant to a mergerRepayment of indebtedness	***************************************		<u>\$</u>	0		\$	0
	Working capital			\$	0	Ø	\$ 4	99,922,099
	Other (specify):			\$	0		5	0
				\$	0		\$	0
	Column Totals	,,		<u> </u>	0	×	5	499,922,09
	Total payments Listed (column totals added)				⊠ \$ ⁴	99,9	92,0	99
CO	s issuer has duly caused this notice to be signed by the astitutes an undertaking by the issuer to furnish to the U the issuer to any non-accredited investor pursuant to pa	S. Securities and Exchange Commi	n. If this i ission, up	notice is file on written	ed under Rule request of its s	505, the	follow inform	ring signature lation furnished
iss	uer (Print or Type)	Signature			Da	te		
	wport Jackalope, LLC	Vitreia State	ur		De	cemb	er l	4, 2007
	me of Signer (Print or Type) tricia Watters	Title of Signer (Print or Type) Chief Operating Officer of Pac Manager	ific Alter	native Ass	et Manageme	ent Con	пралу,	LLC, its
		ATTENTION						
	Intentional misstatements or omis	sions of fact constitute federal or	iminal vi	olations (See 18 II S C	1001)		

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?

See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D
 (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Newport Jackalope, LLC	tetricia Watters	December 14, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Patricia Watters	Chief Operating Officer of Pacific Alternative As	set Management Company, LLC,
	its Manager	<u> </u>

Instruction:

Print the names and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manual not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AP	PENDIX	······					
1	:	2	3		4						
		to sell ecredited in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of ir amount purc (Part C	nvestor and hased in State – Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)			
State	Yes	No	Beneficial Interests	Number of Accredited investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL											
AK											
AZ											
AR											
CA								ļ			
со											
СТ											
DE	-								ļ		
DC								ļ	<u> </u>		
FL		· 							<u> </u>		
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KS						<u> </u>		 			
KY	-		_								
LA				·				 			
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МО		-	 								
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NE						 					
NV	-	-		·							
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	· · · · · · · · ·						 		
1	:	2	3			4		5	i
	to non-a	I to sell ccredited s in State – Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Disqualification under State ULO (if yes, attach explanation of waiver granted) (Part E - Item 1)				
State	Yes	No	Beneficial Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NY				,					
NC									
ND									
ОН									
ок				· · · · · · · · · · · · · · · · · · ·					
OR				···					
PA									
RI									
sc									
SD									
TN									
TX									
UT									
VT					···				<u> </u>
VA		-							
WA									<u> </u>
wv				·					
WI									<u> </u>
WY		Х	\$500,000,000	1	\$100,000,000	0	\$0		X
Non									

